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*Counsel for Richard Arrowsmith, Liquidating
Trustee of the HDL Liquidating Trust*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division**

In re:

**HEALTH DIAGNOSTIC LABORATORY, INC., et
al.,**

Debtors.¹

Chapter 11

Case No.: 15-32919-KRH

Jointly Administered

**LIQUIDATING TRUSTEE'S QUARTERLY REPORT
FOR THE PERIOD ENDING SEPTEMBER 30, 2024**

Richard Arrowsmith, in his capacity as the Liquidating Trustee of the HDL Liquidating Trust (the “**Liquidating Trustee**”), appointed pursuant to the confirmed Modified Second Amended Plan of Liquidation (the “**Plan**”)² of the Debtors (the “**Debtors**” or “**HDL**”) in these jointly administered bankruptcy cases (the “**Chapter 11 Cases**”), by his undersigned counsel, hereby files the Liquidating Trustee’s Quarterly Report for the period ending September 30, 2024,

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Health Diagnostic Laboratory, Inc. (0119), Central Medical Laboratory, LLC (2728), and Integrated Health Leaders, LLC (2434).

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

in accordance with section 6.5(c)(21) of the Plan. The Liquidating Trustee respectfully states as follows:

BACKGROUND

1. Section 6.5(c)(21) of the Plan requires the Liquidating Trustee to provide the following:

Within thirty (30) days after the end of the first full month following the Effective Date, and within twenty (20) days after the end of each quarter thereafter, (a) file with the Court and provide to the Liquidating Trust Oversight Committee a report setting forth (i) the receipt and disposition by the Liquidating Trustee of property of the Estates during such period, including the amounts, recipients and dates of any Distribution and any payments to the Liquidating Trustee and professionals, employees, and consultants of the Liquidating Trust, (ii) any Disputed Claims resolved by the Liquidating Trustee, (iii) all known material non-Cash assets of the Debtors remaining to be disposed of, and (iv) the status of all Litigation Claims; and (b) provide to the Liquidating Trust Oversight Committee a report setting forth (i) an itemization of all expenses the Liquidating Trustee anticipates will become due and payable within the subsequent quarter, and (ii) the Liquidating Trustee's forecast of cash receipts and expenses for the subsequent quarter.

2. The reporting period is July 1, 2024 through September 30, 2024 (the "**Reporting Period**").

RECEIPT AND DISPOSITION OF PROPERTY OF THE ESTATE

3. During the Reporting Period, the Liquidating Trustee made interim claim distributions in the total amount of \$3,954,555³ as set forth in Exhibit A attached hereto. These distributions do not include \$4,905,643 that was distributed to the Department of Justice pursuant to the Intercreditor Agreement.

4. During the Reporting Period, the Liquidating Trustee was paid \$15,000 on July 22, 2024, August 26, 2024, and September 23, 2024, for a total amount of \$45,000.⁴

5. During the Reporting Period, professionals, employees, and consultants of the

³ All figures contained herein are rounded to the nearest dollar.

⁴ These payments are included in the monies paid to FTI Consulting, Inc. set forth in Paragraph 5 below.

Liquidating Trust were paid \$572,080. The recipients, dates of payment, and amounts paid are as follows:

<u>Professional</u>	<u>Date</u>	<u>Amount Paid</u>
Aird & Berlis LLP	7/12/24	\$ 801
Alvarez and Marsal Healthcare Industry Group	7/22/24	9,861
Alvarez and Marsal Healthcare Industry Group	8/26/24	5,103
Alvarez and Marsal Healthcare Industry Group	9/23/24	2,977
Ankura Consulting Group LLC	9/26/24	17,000
Christian & Small Attorneys	8/26/24	171
Christian & Small Attorneys	9/23/24	3,658
FTI Consulting Inc.	7/22/24	47,207
FTI Consulting Inc.	8/26/24	70,029
FTI Consulting Inc.	9/23/24	23,780
Hirschler Fleischer	7/22/24	73,220
Hirschler Fleischer	8/26/24	86,844
Hirschler Fleischer	9/23/24	94,759
Keiter	7/22/24	20,315
Keiter	8/26/24	18,219
Keiter	9/23/24	16,000
Nelson Mullins Riley & Scarborough LLP	7/22/24	32,653
Nelson Mullins Riley & Scarborough LLP	8/26/24	21,318
Nelson Mullins Riley & Scarborough LLP	9/23/24	14,814
Polsinelli PC	9/23/24	13,352
		\$ 572,080

6. A summary of disbursements and cash flow during the Reporting Period is as follows:

DESCRIPTION	AMOUNT (\$ in Thousands)
Receipts	\$ 11,599
Disbursements	(1,213)
Net Cash Flow Before Distributions	10,386
DOJ Intercreditor Distributions ⁵	(4,906)
Payment of Allowed Claims	(3,955)

⁵ The DOJ Intercreditor Distributions are not subject to U.S. Trustee fees.

Net Cash Flow	\$ 1,526
Starting Book Cash	\$ 1,578
Ending Book Cash	\$ 3,104

ALL KNOWN REMAINING AND MATERIAL NON-CASH ASSETS OF THE DEBTORS

7. All known and material non-cash assets of the Debtors that remain to be disposed include the following deposits and notes receivable:

NON-CASH ASSETS	VALUE (\$ in Thousands)
Deposits	\$30
Notes Receivable	\$29
Total	\$59

STATUS OF LITIGATION CLAIMS

8. The updated status of Litigation Claims involving HDL is as follows:

CASE INFORMATION	COURT	STATUS
<i>Richard Arrowsmith, Liquidating Trustee of HDL Liquidating Trust v. G. Russell Warnick, et al. (the “D&O Action”)</i>	U.S. Bankruptcy Court Eastern District of Virginia Case No. 16-03271-KRH	Ongoing [Dismissal with prejudice on or before 10/31/24]
<i>Richard Arrowsmith, Liquidating Trustee of the HDL Liquidating Trust v. Latonya S. Mallory, et al. (the “Tax Action”)</i>	U.S. Bankruptcy Court Eastern District of Virginia Case No. 17-04300	Dismissed
<i>Blue Eagle Farming, LLC, et al.</i> <i>Jointly Administered with H J Farming, LLC, Eagle Ray Investments, LLC, War-Horse Properties, LLLP, Blue Smash Investments, LLC, Armor Light, LLC, Forse Investments, LLC and Robert Bradford Johnson</i>	U.S. Bankruptcy Court Northern District of Alabama Case No. 18-02395-TOM11	Ongoing [All plans have been confirmed and are effective, and the liquidation of assets is complete]
<i>Aetna, Inc. v. Health Diagnostic Laboratory, Inc., BlueWave Healthcare Consultants, Inc., Floyd Calhoun Dent, III, Robert Bradford Johnson, and Latonya Mallory</i>	U.S. Bankruptcy Court Eastern District of Virginia Case No. 16-03349-KRH	Administratively Stayed [Liquidating Trustee is working to dismiss action with prejudice on or before 10/31/24]

<i>Richard Arrowsmith, Liquidating Trustee of the HDL Liquidating Trust v. Floyd Calhoun Dent III, et al. (“Constructive Trust Action”)</i>	U.S. Bankruptcy Court Eastern District of Virginia Case No. 18-03022-KRH	Dismissed
<i>Health Diagnostic Laboratory, Inc. v. Boston Heart Diagnostics Corporation</i>	U.S. District Court For the Eastern District of Virginia Case No. 3:14-cv-00796-HEH	Action Stayed [Dismissal with prejudice in process]
<i>Boston Heart Diagnostics Corporation v. Health Diagnostic Laboratory, Inc.</i>	U.S. District Court For the District of Massachusetts Case No. 1:13-cv-13111-IT	Administratively Closed [Dismissal with prejudice in process]
<i>To Be Determined</i>	Additional claims and causes of action are being pursued by the Liquidating Trustee which will result in significant additional recoveries for the estate and its creditors.	Liquidating Trustee is working to close all pending and active cases on or before 10/31/24.

9. In addition to the above, as of June 30, 2024, there were ninety-two (92) adversary proceedings to avoid transfers of the Debtors' property. During the Reporting Period, one (1) adversary proceeding was closed and ninety-one (91) remain open. The Liquidating Trustee has also pursued a number of recovery actions pursuant to section 550 of the Bankruptcy Code (the “**550 Actions**”). As of the close of the Reporting Period, all 550 Actions have been resolved and will be dismissed with prejudice and closed on or before October 31, 2024.

10. The current status of creditor claims is as follows:

Claim Class	Total Claims Filed / Scheduled ⁶ (\$ in Thousands)	Less: Resolved (\$ in Thousands)	Total Current Claims (\$ in Thousands)
503(b)(9)	\$1,736	(\$1,736)	-
Administrative	\$1,206,117	(\$1,206,117)	-
Priority	\$901	(\$870)	\$31
Secured	\$126,519	(\$126,519)	-
General Unsecured	\$1,909,589	(\$1,711,359)	\$198,230

⁶ Total Claims Filed / Scheduled counts each claim one time. If a scheduled claim matches a proof of claim, then only the proof of claim is counted. If a claim was scheduled as contingent / unliquidated / disputed, and no proof of claim was filed, the scheduled claim has been removed as inactive. If a scheduled claim is not disputed, and no proof of claim was filed, the scheduled claim is counted in the Total Claims Filed / Scheduled amount.

Subordinated	-	\$98,642	\$98,642
	\$ 3,244,862	(\$2,947,960)	\$296,902

11. The Post-Confirmation Report required by the United States Trustee is attached hereto as **Exhibit B** and will also be filed as a separate docket entry.

CONCLUSION

WHEREFORE, in accordance with section 6.5(c)(21) of the Plan, the Liquidating Trustee respectfully provides the Court with the *Liquidating Trustee's Quarterly Report for Period Ending September 30, 2024*.

Dated: October 18, 2024

/s/ Robert S. Westermann
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*Counsel for Richard Arrowsmith, Liquidating
Trustee of the HDL Liquidating Trust*

CERTIFICATE OF SERVICE

I hereby certify that on October 18, 2024, I electronically filed the foregoing with the Clerk of Court using the CM/ECF system, which then sent a notification of such filing to all counsel of record registered with the CM/ECF system.

/s/ Robert S. Westermann

Robert S. Westermann

Exhibit A

[Interim Claim Distributions during the Reporting Period]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division**

In re:

HEALTH DIAGNOSTIC LABORATORY, INC., *et al.*,

Debtors.¹

Chapter 11

Case No.: 15-32919-KRH

Jointly Administered

**INTERIM CLAIM DISTRIBUTIONS FOR
PERIOD ENDING SEPTEMBER 30, 2024**

Name	Date	Amount Paid
Accounting Principals Inc	7/29/24	\$ 740
Aetna Inc	7/29/24	994,846
AFMS LLC	7/29/24	1,437
Argo Partners	7/29/24	40,096
ASM Capital V LP As Assignee	7/29/24	803
ASM Capital V LP As Assignee	7/29/24	1,031
Atlantic Resource Group Inc	7/29/24	14,424
Beattie B Ashmore PA	7/29/24	995
Bank Of The West	7/29/24	723
Biotex Axis Of California Llc	7/29/24	41,065
Bradford Capital Holdings LP As Assignee Of	7/29/24	6,473
Bradford Capital Holdings LP As Assignee Of	7/29/24	2,555
Bradford Capital Holdings LP As Assignee Of	7/29/24	4,400
Bradford Capital Holdings LP As Assignee Of	7/29/24	6,632
Bradford Capital Holdings LP As Assignee Of	7/29/24	591
Bradford Capital Holdings LP As Assignee Of	7/29/24	1,083
Calfee Halter & Griswold LLP	7/29/24	637
Carpmaels & Ransford LLP	7/29/24	959
Cain Brothers, A Division Of Keybanc Capital Markets	7/29/24	1,467
CDW	7/29/24	13,011
Cedar Glade Capital, LLC	7/29/24	1,507,343
Cedar Glade Cgic LP As Assignee Of	7/29/24	15,530

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Health Diagnostic Laboratory, Inc. (0119), Central Medical Laboratory, LLC (2728), and Integrated Health Leaders, LLC (2434).

Cedar Glade LP	7/29/24	3,257
Cedar Glade LP As Assignee Of	7/29/24	1,206
Cedar Glade LP As Assignee Of	7/29/24	1,465
Cedar Glade LP As Assignee Of	7/29/24	1,845
Certifagift Company	7/29/24	278
Claims Recovery Group LLC As Assignee Of Vwr International	7/29/24	959
Corgenix	7/29/24	7,034
Cotchett Pitre And McCarthy LLP	7/29/24	8,041
Denka Company Limited	7/29/24	130
Denka Company Limited	7/29/24	1,549
Diasorin Inc	7/29/24	1,034
Dynex Technologies Inc	7/29/24	1,005
Edwards Business Machines Inc	7/29/24	744
Ernst & Young LLP	7/29/24	578
Fair Harbor Capital LLC As Assignee Of	7/29/24	32,479
Fair Harbor Capital LLC As Assignee Of	7/29/24	14,222
Fedex Techconnect Inc	7/29/24	7,513
Fitzgerald, Kathleen A	7/29/24	662
Flores And Associates LLC	7/29/24	604
Finnegan Henderson Farabow Garrett & Dunner Llp	7/29/24	27,945
Georgia Department Of Community Health	7/29/24	920
General Atomics As Assignee Of	7/29/24	525
Global Crossing Telecommunications Inc	7/29/24	76,372
Hain Capital Investors LLC As Assignee Of	7/29/24	3,540
Hain Capital Investors LLC As Assignee Of	7/29/24	4,826
Halfpenny Technologies, Inc	7/29/24	598
Hanover Mob LLC	7/29/24	76,372
Horizon Healthcare Services Inc	7/29/24	10,049
Illumina Inc	7/29/24	1,797
Kroll Ontrack Inc	7/29/24	831
Inova Diagnostic Inc	7/29/24	3,641
Kronus Inc	7/29/24	1,339
Lancaster General Hospital	7/29/24	615
Labtech Diagnostics LLC	7/29/24	8,776
Mckean, Anna	7/29/24	3,010
Mediris Solutions LLC	7/29/24	3,944
Meridian Life Science Inc	7/29/24	741
Meso Scale Diagnostics LLC	7/29/24	643
Mercodia Inc	7/29/24	46,225
Metabolon Inc.	7/29/24	689
Midlogreen LLC	7/29/24	822
Nat Assn Of Medicaid Fraud Cntrl Units	7/29/24	589
Nfs Leasing Inc	7/29/24	501
Mobelux LLC	7/29/24	694

Peak 10 Inc	7/29/24	7,667
Phillips & Cohen LLP	7/29/24	4,522
Pietragallo Gordon Alfano Bosick & Raspanti LLP	7/29/24	62,820
Pnc Equipment Finance LLC	7/29/24	896
Praxair Distribution Inc	7/29/24	5,024
Profootball Inc	7/29/24	500
Qliktech Inc	7/29/24	4,050
Sarstedt Inc	7/29/24	521
Rasky Baerlein Strategic Comm Inc	7/29/24	11,054
Sc Solutions Group LLC	7/29/24	767
Sbertoli, Douglas L	7/29/24	522
Sigmaaldrich	7/29/24	621
Spain And Gillon LLC	7/29/24	684
State Of Florida Dep Of Legal Affairs	7/29/24	665
State of South Carolina	7/29/24	502
State Of North Carolina	7/29/24	841
Sun Diagnostics LLC	7/29/24	829
Stericycle Inc	7/29/24	3,646
Tension Envelope Corporation	7/29/24	775
The Advisory Board Company	7/29/24	732
The Horton Group Inc	7/29/24	801
Suntrust Bank	7/29/24	3,363
Toyota Tsusho America Inc	7/29/24	1,774
TSRC Inc	7/29/24	514
Trinity Biotech, Inc	7/29/24	786
Wiltshire, Cheryl A.	7/29/24	5,353
U. S. Department of Justice	7/30/24	816,876
Total Distribution		\$ 3,954,555

Exhibit B

[United States Trustee Post-Confirmation Report]

EASTERN DISTRICT OF VIRGINIA

Richmond Division

In re: HEALTH DIAGNOSTIC LABORATORY,
INC., et al.

§
§
§
§

Case No. 15-32919

Lead Case No. 15-32919

Debtor(s)

Jointly Administered

Post-confirmation Report

Chapter 11

Quarter Ending Date: 09/30/2024

Petition Date: 06/07/2015

Plan Confirmed Date: 05/12/2016

Plan Effective Date: 05/12/2016

This Post-confirmation Report relates to: Reorganized Debtor

Other Authorized Party or Entity: Liquidating Trustee

Name of Authorized Party or Entity

/s/ Robert S. Westermann

Signature of Responsible Party

10/18/2024

Date

Robert S. Westermann

Printed Name of Responsible Party

Hirschler Fleischer, P.C.

2100 East Cary Street

Richmond, Virginia 23223

Address

STATEMENT: This Periodic Report is associated with an open bankruptcy case; therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

Part 1: Summary of Post-confirmation Transfers

	Current Quarter	Total Since Effective Date
a. Total cash disbursements	\$5,167,473	\$0
b. Non-cash securities transferred	\$0	\$0
c. Other non-cash property transferred	\$0	\$0
d. Total transferred (a+b+c)	\$5,167,473	\$0

Part 2: Preconfirmation Professional Fees and Expenses

a.			Approved Current Quarter	Approved Cumulative	Paid Current Quarter	Paid Cumulative
	Professional fees & expenses (bankruptcy) incurred by or on behalf of the debtor		Aggregate Total			
<i>Itemized Breakdown by Firm</i>						
	Firm Name	Role				
i	N/A					
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b.			Approved Current Quarter	Approved Cumulative	Paid Current Quarter	Paid Cumulative
	Professional fees & expenses (nonbankruptcy) incurred by or on behalf of the debtor	Aggregate Total				
<i>Itemized Breakdown by Firm</i>						
i	Firm Name N/A	Role				
ii						
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c.	All professional fees and expenses (debtor & committees)					

Part 3: Recoveries of the Holders of Claims and Interests under Confirmed Plan

	Total Anticipated Payments Under Plan	Paid Current Quarter	Paid Cumulative	Allowed Claims	% Paid of Allowed Claims
a. Administrative claims	\$1,747,630	\$0	\$1,747,630	\$1,747,630	100%
b. Secured claims	\$14,681,508	\$0	\$14,681,508	\$14,681,508	100%
c. Priority claims	\$53,529	\$0	\$22,939	\$53,529	43%
d. General unsecured claims	\$0	\$3,954,555	\$82,579,560	\$198,229,696	42%
e. Equity interests	\$0	\$0	\$0		

Part 4: Questionnaire

a. Is this a final report?

Yes No

If yes, give date Final Decree was entered:

If no, give date when the application for Final Decree is anticipated: 11/15/2024

b. Are you current with quarterly U.S. Trustee fees as set forth under 28 U.S.C. § 1930?

Yes No

Privacy Act Statement

28 U.S.C. § 589b authorizes the collection of this information and provision of this information is mandatory. The United States Trustee will use this information to calculate statutory fee assessments under 28 U.S.C. § 1930(a)(6) and to otherwise evaluate whether a reorganized chapter 11 debtor is performing as anticipated under a confirmed plan.

Disclosure of this information may be to a bankruptcy trustee when the information is needed to perform the trustee's duties, or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." See 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: http://www.justice.gov/ust/eo/rules_regulations/index.htm. Failure to provide this information could result in the dismissal or conversion of your bankruptcy case, or other action by the United States Trustee. 11 U.S.C. § 1112(b)(4)(F).

I declare under penalty of perjury that the foregoing Post-confirmation Report and its attachments, if any, are true and correct and that I have been authorized to sign this report.

/s/ Robert S. Westermann

Signature of Responsible Party

Counsel for Liquidating Trustee

Title

Robert S. Westermann

Printed Name of Responsible Party

10/18/2024

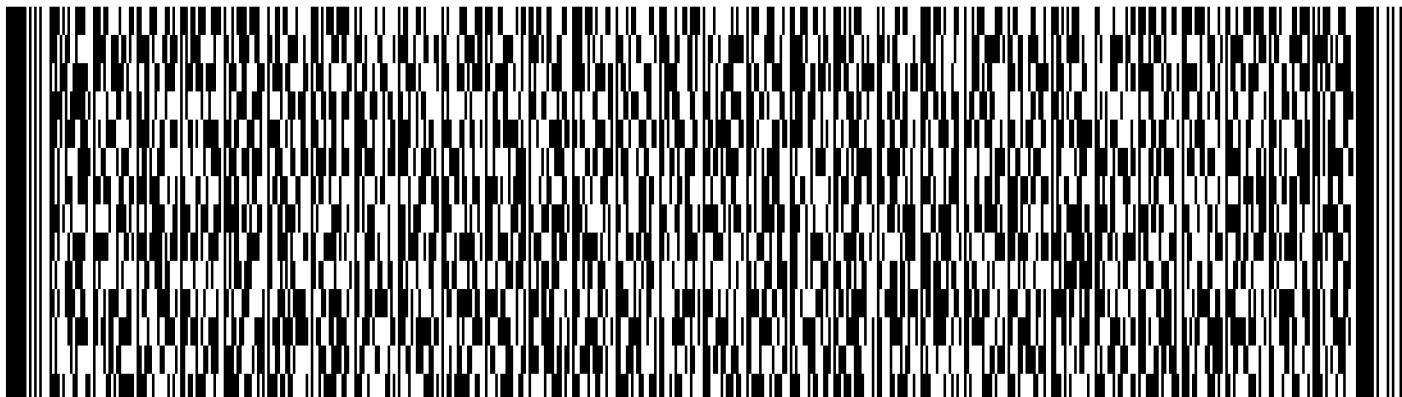
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Page 1

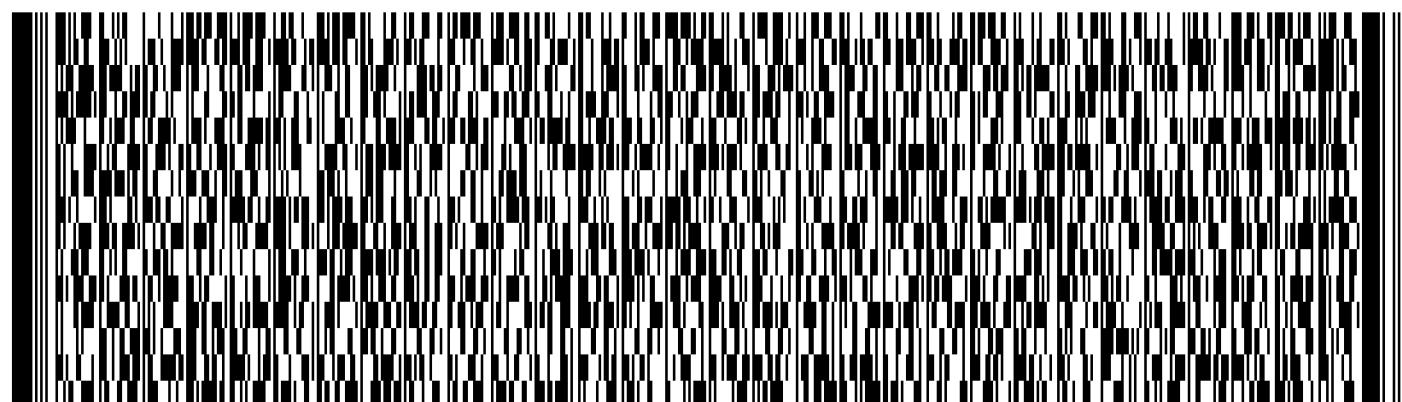
Other Page 1

Page 2 Minus Tables

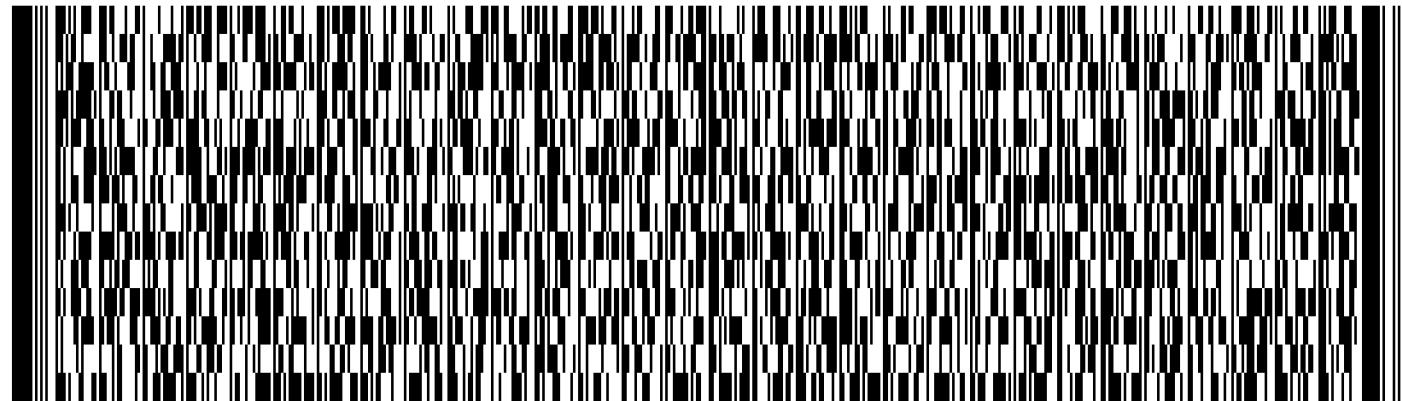
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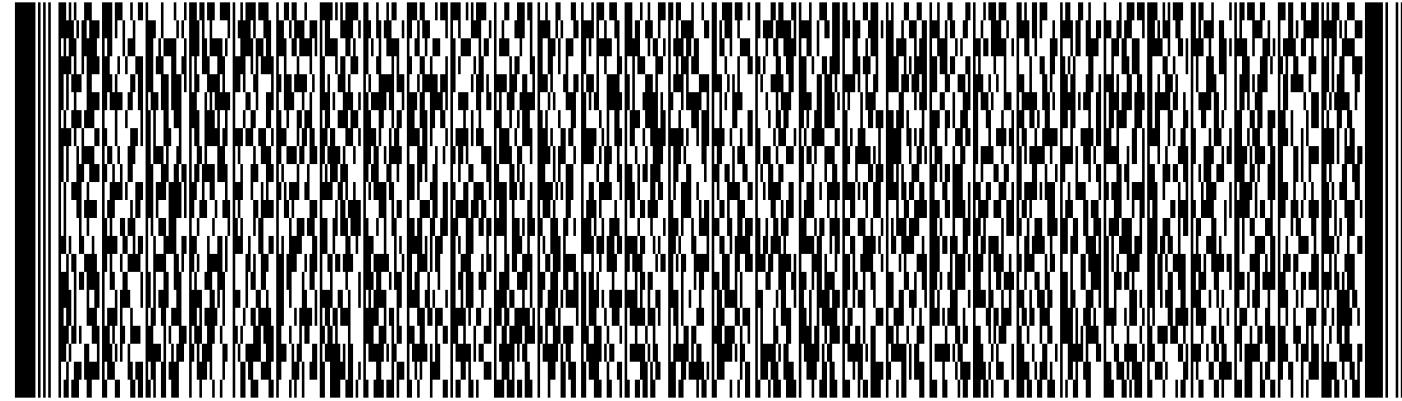
Bankruptcy Table 51-100



Non-Bankruptcy Table 1-50



Non-Bankruptcy Table 51-100



Part 3, Part 4, Last Page